

Cardiff Met Students' Union

Governance and democracy review

Final report and implementation plan
by the Good Governance Institute

April 2023





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Cardiff Met Students Union

Governance and democracy review

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1. Executive summary

This draft report sets out the outcome of the Good Governance Institute's (GGI) independent governance and democracy review of Cardiff Met Students' Union (CMSU), conducted between December 2022 and early April 2023.

CMSU exists for the purpose of enhancing the educational interests, experience and welfare of students, as expressed in the objects in its Memorandum and Articles of Association. This review has assessed how effectively, or not, the SU's governance and democratic structures, processes and procedures are helping to deliver on this purpose and with the maximum possible student involvement.


This is the first governance and democracy review of the SU for many years and comes at a moment of change, with a new chief executive following the long tenure of the last, a new university strategy and challenges, especially around levels of student engagement and participation. In drawing our conclusions we have also considered the other concurrent reviews commissioned by the SU, as well as ongoing internal work to improve the SU's governance and democracy.

The findings and recommendations presented in this report are the result of our formal assessment, through extensive input from key stakeholders and tested and triangulated and drawn from a broad evidence base including:

- interviews with a range of internal and external stakeholders, including the chief executive, sabbatical officers, SU management, trustees and university representatives
- a review of the SU's core documentation
- regulatory and other reference points
- best practice research
- focus groups with school, lead and course representatives, sabbatical officers and students
- a survey of students
- the experience and expertise of the review team.

Overall, the review team find that there is significant scope to enhance the governance effectiveness as well as the maturity of democratic and student engagement. The SU's governance is underdeveloped, and it has been operating with gaps and aspects of bad practice for some time. There are historic reasons for this which are well recognised and don't need recounting here. The same is true of the SU's democracy, which is outmoded and limited in various ways.

That said, during the review process we also noted improvement over the previous year as well as an ambition from the SU to build upon this by modernising and improving its governance, alongside the revision and approval of temporary election rules for the last election, which saw a huge uplift in voting and overall student participation and engagement.



Many of the issues identified stem from the inconsistent application of good governance principles within the day-to-day operation of the SU, as well as some fundamental gaps in processes, documentation and structures. We were frequently informed that staff also struggled with a lack of resources, all of which not only hampers the effectiveness of governance and democracy but also itself limits involvement and participation.

Our recommendations are intended to support the SU to address these issues. They are developmental in nature and recognise that it will take time and effort for the SU's governance to improve to where it needs to be.

In addition, an implementation plan has been included in this report which suggests, based on priority, complexity and other contingent factors, a sequence and order to enacting the recommendations, which we believe will take between two and three years to deliver.

The recommendations are intended to be taken as a whole, rather than individually, though each will add certain value, to strengthen and enhance the effectiveness of CMSU's governance and democracy.

2. Introduction and background

In November 2022, the Good Governance Institute (GGI) was commissioned by the Cardiff Met Students' Union Board of Trustees to conduct a governance and democracy review of the SU.

The purpose of the review was to provide an independent assessment of CMSU's current governance and democratic systems and processes and to make measured recommendations to help ensure that the SU's governance is modern, lean and fit for the future.

This is the first governance and democracy review of the students' union for many years. It was undertaken between December 2022 and April 2023 and came at an opportune moment for the SU as it navigates several significant changes:

- a) Before the start of the review there was a 'changing of the guard' at the SU, with a newly appointed CEO replacing the previous postholder who had held the position for 26 years. The review therefore provided an opportunity for the SU to reflect on how its culture, systems and processes could be modernised and brought in line with best practice.
- b) Like many SUs, CMSU has in recent times experienced a decline in student engagement levels. This was exacerbated by the Covid-19 pandemic which radically altered how students experience and engage with their universities and, in turn, their SUs. The SU has an ambition to increase its reach, impact and engagement with students with the review providing an opportunity for reflection.

The review team consisted of a senior staff team from GGI, including David Cryer (Principal Consultant), Daniel Taylor (Consultant) and Christopher Smith (Director of Development).

In constructing this report, the team triangulated findings from each of the evidence sources and used their collective experience and expertise to assess the relevance and significance of the observations and data collected.

The team used established reference points, such as the National Union of Students' Students' Union Governance Code (NUS SU governance code), matrices and literature as well as professional knowledge, peer experience and review expertise to demonstrate the significance of the findings against good governance practice. These are referenced as necessary throughout this report.

The review is limited to the documentation that was provided to GGI during the time period described and confined to the information provided to us by those who we engaged as part of this process, or observed at those meetings we were able to attend.

The review team would like to thank everyone who made themselves available for interviews and those who provided project support and documentation for review.

3. Purpose and value

There was a dual purpose to the review. The primary purpose was to assess the effectiveness and robustness of the SU's governance mechanics – its systems, structures processes and procedures – with a view also on its governance dynamics: culture, relationships, equality and diversity. The secondary purpose of the review was to assess the SU's democracy structures, processes and procedures and explore student voice, engagement and participation.

The Good Governance Institute believes good governance is measured by how effectively an organisation's systems, structures and processes support it to execute on its purpose. The purpose of the SU, clearly expressed in the Objects in its Memorandum and Articles of Association, is to enhance the educational interests and welfare of its members.

This report identifies areas that will help strengthen the way the SU works based on an analysis against dimensions of governance in the NUS SU governance code. These dimensions cover the different mechanics and dynamics of governance, from structures and processes to culture and impact, which are tailored to be relevant to students' unions.

This report is intended to be both developmental and of practical value. It is designed to be sensitive to the unique characteristics of the SU but also to provide a critique of them, where necessary and therefore complement the parallel reviews and other internal work relevant to the functioning of the organisation. The draft report and recommendations were reviewed with a working group including the president, vice-president, chief executive and head of student engagement.

4. Context

CMSU is a not-for-profit student membership organisation devoted to the educational interests and welfare of its over 11,000 student members.

The SU exists, according to its own charitable objects as expressed in the Memorandum and Articles of Association, to support the advancement of the education and welfare of Cardiff Metropolitan University students.

The SU's members come from over 140 countries and are split across two campuses and five schools: Art and Design, Education and Social Policy, Technologies, Management and Sport and Health Sciences.

The SU supports more than 43 societies, with over 700 members and 32 sports clubs with more than 120 separate teams. A significant amount of the SU's funding, as is typical of SUs, comes from the university. More than 1,600 of its members are part of SU Sport and play for teams that compete in the BUCS and national leagues.

4.1 Challenges

The governance and democracy of the SU is underdeveloped.

Under the leadership of the previous chief executive, the governance and democracy of the SU were shaped in a particular and unusual way. As a consequence, existing structures and processes are minimal, with notable gaps and the governance has generally fallen behind contemporary good practice in a number of ways. We discuss this more in our Findings section.

The governance structure of the SU is also limited, with just the Board of Trustees and one sub-committee – Finance and Services. A significant amount of power is consolidated around the chief executive role, which is unusual and has historically caused tensions with the university and also internally with those on the board. In addition, although there are 10 trustees, only two are elected and there is only one independent director on the board. This arguably limits the skills and expertise that the board has at its disposal.

As a result and exacerbated by the pandemic, student engagement has been dwindling for some time and there has not been a quorate AGM for a number of years. Also, there does not currently exist a regular forum or well-developed platforms for student voice, which has contributed to low levels of engagement as well as an underdeveloped understanding in the student body of what the SU is and does.

4.2 Opportunities

That said, since the appointment of the new chief executive we note that there have been several improvements, including the adoption of a new set of election rules for the last election, in March and the commissioning of this review. Among those we spoke to, there was a consistently expressed ambition to modernise and develop the SU, driven by the board.

There are also changes taking place within the university, with a new strategy announced in January (during the course of the review) and ongoing work to deliver a significant estates transformation. At the same time the vice-chancellor, Professor Cara Aitchison, has announced she will be retiring in January 2024.

Our review was one of a number commissioned by the SU and took place alongside separate HR and health and safety reviews as well as a decision-making review of the football club run by the SU. In addition, there are also a number of internally led pieces of work underway relating to governance and democracy.

The university is supportive of the review and has been encouraged by the positive developments to the SU's governance and democratic processes, the input of the sabbatical officers and the chief executive, over the past nine months.

In line with this, there are opportunities for the SU to have a greater role and presence within the educational quality assurance space, supporting and working with the university to enhance its own processes. Despite the core purpose of the SU to enhance educational experience and outcomes for students, this is an area where the SU is very passive and yet could play a key role. Related to this, the SU should develop its student insight capabilities by collecting, analysing and using data on student experience and issues to help inform how it develops and also feed this into the decision-making of the university.

More broadly, the emerging tertiary education policy space in the Wales puts a significant emphasis on higher education in particular to develop citizenship skills in students, an area in which forward-thinking SUs will be positioning themselves to play a key role.

Lastly, the review process itself has captured student attention and sparked good dialogue and engagement with the SU's governance and democracy as well as helping building understanding.

5. Approach and methodology

5.1 Approach

SU governance is complex. SUs operate under the Education Act 1994, the Charities Act 2011 and the Companies Act 2006. The situation at Cardiff Met is arguably more complex given its ownership of Cardiff Met Football Club (CMFC).

Consequently, for this review we were guided by and drew on a number of key references points, including:

- **The Education Act** which sets requirements of the governing bodies of SUs reflected in its code of practice
- **The Charities and Companies Acts** which require independence of SU trustees among other things
- the **Charity Commission** which regulates charities and has a Charity Code of Governance
- the **National Union of Students'** best-practice governance code for SUs, which uses the same foundational principles as the Charity Code of Governance
- the **UK Quality Code for Higher Education** which sets out expected relationship between a university and its SU
- sports governance standards and codes, such as **Sport Wales's Governance and Leadership Framework**.

5.2 Overarching framework for assessment

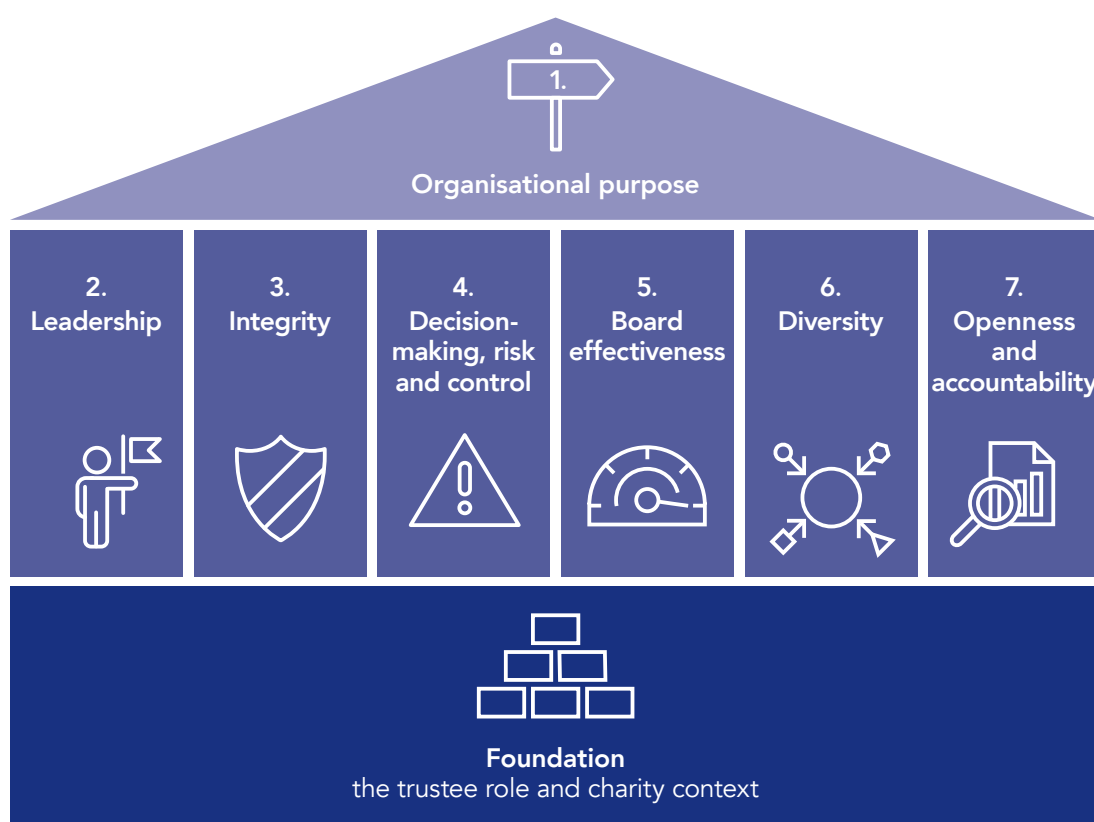
CMSU is a registered charity, operating as a company limited by guarantee. It was formerly an unincorporated association.

As a registered charity, the SU must comply with the regulatory standards set by the Charity Commission and can be reviewed on its performance against these standards by the Commission. The principle of democracy is fundamental to all students' unions and is codified in the 1994 Education Act, which sets clear duties for the SU around its democratic function and practice.

These standards are set out in the Charity Commission's code of governance, which establishes a regulatory benchmark for the good governance of charities. The National Union of Students has worked with students' unions to adapt the Charity Commission's code of governance to create a tailored version for students' unions. In being tailored to SU context, the code incorporates and accounts for the democratic nature of SUs and includes guidelines for their effectiveness.

The code is based around seven key themes, which we have used to frame our analysis:

- 1. Organisational purpose** The board is clear about the students' unions aims and ensures that these are being delivered effectively and sustainably.
- 2. Leadership** Every students' union is led by an effective board that provides strategic leadership in line with the charity's aims and values.
- 3. Integrity** The board acts with integrity, adopting values and creating a culture which help achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities and students' unions as organisations and trustees undertake their duties accordingly.
- 4. Decision-making, risk and control** The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.
- 5. Board effectiveness** The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.
- 6. Diversity** The board's approach to diversity supports its effectiveness, leadership and decision-making.
- 7. Openness and accountability** The board leads the organisation in being transparent and accountable. The students' union is open in its work, unless there is good reason for it not to be.



In addition to the NUS SU governance code, we will be supplementing our analysis of SU democracy and student voice mindful of NUS Connect's key democracy principle areas:

- inclusiveness (and equality of voice)
- student control
- considered judgement
- transparency
- efficiency.

5.4 Key lines of enquiry

In addition to the frameworks outlined above, we worked to co-develop a set of key lines of enquiry, with the key members of the CMSU team at the inception of the review:

Governance

- Does the SU's current governance meet the requirements of the various codes and acts?
- Is the board of the SU effective?
- Are responsibilities and accountabilities clear?
- Is decision-making effective and are decision-making processes clear and compliant?
- Is the culture of the organisation conducive to its effective operation?
- Does the SU provide sufficient opportunity for student involvement in governance and elections and is student engagement effective enough?
- Is the structural governance of the SU fit for purpose?
- Does the SU have the necessary documentation, policies and process in place and are they fit for purpose?
- Is the SU effectively managing risk?

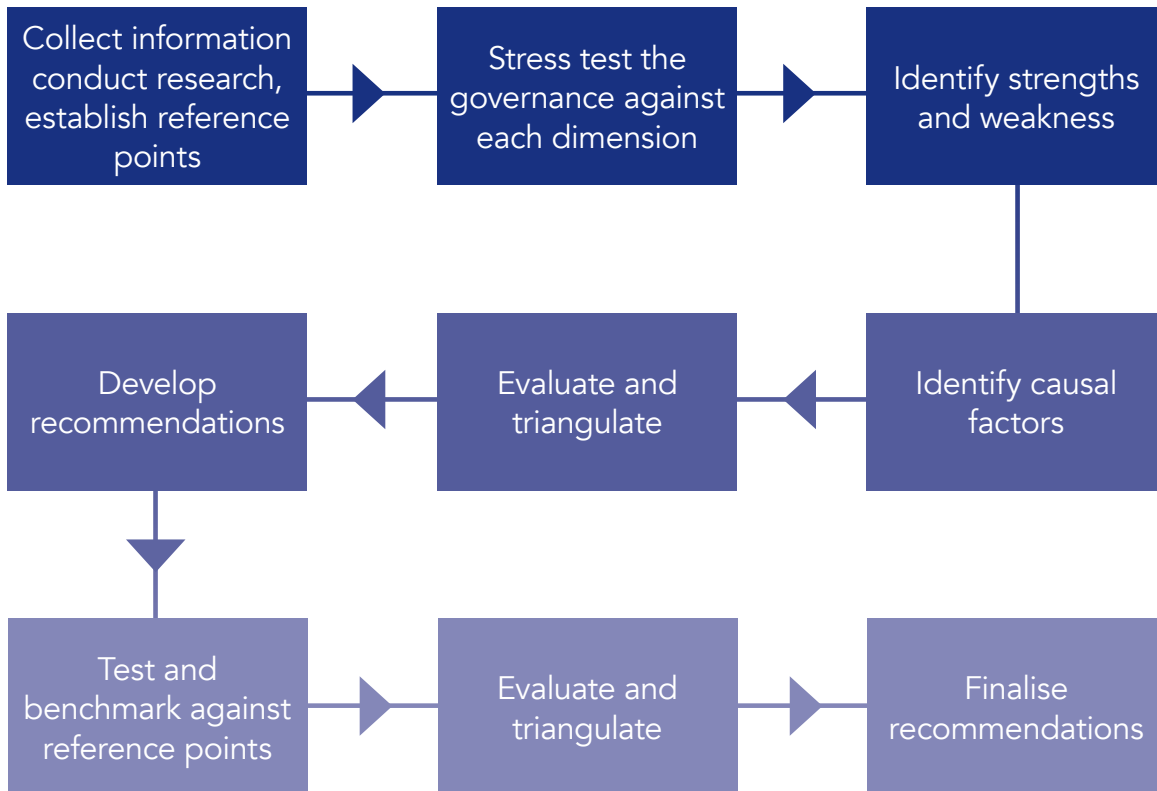
Democracy

- Are the election rules of the SU clear?
- Are they compliant?
- Are students well informed about what it means to be elected and what it involves?
- Are students well prepared for what follows appointment?
- Are students well engaged with and supported to engage with elections?
- Are there informal means for democratic engagement?

5.5 Methodology

We have been conducting governance reviews to support organisations improve their governance for over 15 years. In that time, we have developed a tried and tested methodology for reviews that has been shaped both by our experience and by client input.

The methodology follows a step-by-step process, delivered over three phases:



Approach

Our approach:

- **Was co-productive** the student leadership team, members of the Board of Trustees and key members of the SU senior management functioned as a working reference group throughout the review to help us shape our approach, test and develop our findings and recommendations.
- **Maximised opportunity for student input** we engaged and involved students and their representatives in the current structure, to give the review the legitimacy and credibility of being grounded in the views of the SU's members.
- **Put an emphasis on comms and engagement with SU members** we worked with SU Senior Management Team (SMT) and the student leadership team to develop a multi-purpose set of broadcast and tailored communications explaining the purpose of the review, what governance and democracy meant in terms of the SU context, how students could engage and what the outputs would be.

These aspects are reflected throughout the three distinct phases of our review:

Phase I

Our work started with a phase of discovery work to help us develop our understanding of the organisation, current processes, systems and practices and to develop our reference points and broader contextual knowledge. This involved collecting and analysing the core documentation of the SU, comparative best practice research, higher education policy and regulatory research, among other research and analysis.

At this stage, we also interviewed a number of the SU's SMT, the president, vice-president and the chief executive. We also presented to and ran a workshop with the core SU team which helped shaped the focus and key lines of enquiry for the review.

Phase II

The key focus of phase II was to continue building our understanding, conduct our analysis and develop our findings and recommendations with as much input and involvement of key stakeholders as possible. Our key activities included:

- **semi-structured interviews** with all board members (president, vice-president, CEO and independent trustee)
- **semi-structured interviews** with external stakeholders including the pro-VC of student engagement, head of governance for Cardiff Met University
- **a survey of key internal stakeholders**
- **focus groups and drop-in sessions** with key SU support team members, sabbatical officers, part-time officers, school, lead and course representatives and students to understand their perspectives on the governance of the SU and how it could be improved
- **a pop-up survey** of students
- **observation of the Board of Trustees**
- **emerging findings and recommendations testing** with the Board of Trustees, president, vice-president, head of student engagement and chief executive.

Phase III

The last phase of the process focused on the final analysis and development of the report and implementation plan.

It will involve a presentation session to the Board of Trustees and then the board putting forward what it chooses of our report and recommendations to the annual general meeting and any related material amends to the constitution on 2 May.

Throughout the review process we linked closely and collaborated with the organisation running the decision-making review of the football club.

6. Findings and analysis

The findings and analysis in this section have been informed by the interviews, focus groups, best practice research, experience and expertise of the team.

The findings and analysis focus on areas for improvement and development.

6.1 Headline findings

Governance

Our overall conclusion is that the governance of the SU is underdeveloped and requires focused work to modernise, develop and bring it in line with best practice. The rationale for this is detailed here:

- The SU's purpose is not a live part of the governance. It is not proactively reviewed nor is it a framing device for the board's operation, SU decision-making and engagement with members and other stakeholders.
- The SU does not have a strategy setting out clear aims and outcomes. This limits the board's ability to think and lead strategically.
- The lack of a strategy means there is no frame for the board's performance management, strategic risk management or impact assessment activities – all key to the board being held to account.
- There are two versions of the SU's constitution and the most recent version has not been formally submitted to Companies House. The former anachronistically refers to the SU as an unincorporated association – which it is not – while the latter still bears the name University of Wales Institute (UWIC). Given this and the extent of the proposed recommendations, the SU may need to consider redrafting its constitution.
- The constitution is limited in a number of ways, either being light on detail or lacking rules for important things, such as standing orders for the Annual General Meeting (AGM) or detail around that duties of the chief executive.
- The SU does not have any bye-laws specifying rules and processes for more operational matters.
- The core governance structure of the SU, with the Board of Trustees and just one sub-committee, is very light given the size of the organisation and comparative to other SUs.
- The Board of Trustees is too operational in its focus.
- The board only has one independent trustee, which is very low. Most SUs have between two and four. Independent trustees are particularly important in the SU context, bringing much-needed skills, insight and experience and giving the board better balance.
- The SU lacks a number of key policies and other documents, such as conflict of interest, risk, quality, campaigns. Without these documents, alongside the lack of a strategy, the direction of travel for the organisation and parameters within which the board and SU staff operate within are unclear.
- The election rules need updating (which we acknowledge the SU is in the process of doing).
- The AGM has not been functional for some time; this is a serious barrier to student engagement and involvement, as well as legitimacy, transparency and purpose.
- Induction processes for student members need to be developed and more robustly implemented.
- There is a lack of clarity around decision-making responsibilities and authority and feedback loops between the board and the SUs management/staff are not robust enough.
- The formal structures around the running and decision-making of the football club need attention as in their current under-developed form they pose a risk. This is being looked at by a separate review being conducted in parallel with ours.

Democracy


- Our engagement activities unearthed a lack of student understanding (and potentially some apathy) about what the SU does and how they can be involved. This hampered our attempts to engage with this cohort during the review process.
- Part of the issue is that there are currently limited means by which student voice, involvement and participation can be fostered and noticeably no formal student voice forum, which limits the opportunities for discussion and debate.
- There are only two elected representatives which is minimal and unusual for an SU the size of CMSU and it limits representative democracy at the SU. It also impacts on the capacity and effectiveness of the two sabbatical officers. Most SUs have at least three and many have more than that.
- There are no formal structures to support policy development and to engage students in campaign development.
- There is limited resource within the SU team to support elected representatives to run impactful campaigns.
- Key roles, such as part-time officers, are not elected and are also not operating effectively, with limited time and support to deliver on their thematic areas.
- The lack of elected roles outside the current sabbatical officer structure limits the development pathways and opportunities for other students into sabb roles.
- There have been improvements recently, but our engagements made clear that elected student representatives would benefit from a more robust induction process, as well as ongoing support to ensure that their impact is maximised.
- Clubs and societies are often disconnected from SU decision making and we identified few formal ways in which they are able to engage with the SU.
- The SU, in common with many others, could improve its engagement with its transnational education (TNE) and further education (FE) student population. There are a significant number of students who fall into this category and are under-represented within the current SU governance and democracy. The SU needs to think about how it develops its offer to these groups and engages with them, builds communities for them and includes them in their decision-making processes.
- Our focus groups and student engagements showed that the representative structure is reasonably well used and effective. However, we heard a lot about the role of lead representative being confusing in the structure and not adding enough value.

6.2 Headline analysis

The purpose of the student union is clear and set out in its charitable objects, as expressed in the Memorandum and Articles of Association:

The advancement of education of students at Cardiff Metropolitan University for the public benefit by:

- I. Providing opportunities for the expression of student opinion and actively representing the interests of students
- II. Acting as a channel of communication in dealing with Cardiff Metropolitan University and other external bodies
- III. Facilitating the social, recreational and educational interests of its membership, through providing services and support for its members
- IV. Working with other students' unions and affiliated bodies.



The advancement of student welfare and the relief of the needs of students at Cardiff Metropolitan University through:

- I. The provision of recreational and leisure time activities provided in the interests of social welfare designed to improve conditions of student life
- II. The provision of support and activities which develop skills, capacities and capabilities to participate in society as mature responsible individuals
- III. The provision of services to promote the wellbeing of Cardiff Metropolitan University students generally and as individuals in need.

The value of the SU depends on its ability to deliver on its purpose.

Core to the SU being effective is understanding its members – knowing their issues, interests and ideas at both micro and macro levels and being able to harness and act on those. To create a strong connected student community and nurture strong student communities of different groups within.

Role	Purpose	Finding
The advancement of education of students at Cardiff Metropolitan University for the public benefit by:	Providing opportunities for the expression of student opinion and actively representing the interests of students.	<ul style="list-style-type: none"> • There are limited opportunities for the expression of student opinion in the current structure. • Election engagement has been low, prior to this March and there are only two elected positions. • Other than through the representative structure, there are very few other formal means and no regular platform for expression of student opinion. • The SU is not well equipped or resourced to run campaigns in the current structure – the part time officer roles, for example, have inadequate time and forums to build support, whilst the two sabbatical officers are stretched and the SU support team has limited resource.
	Acting as a channel of communication in dealing with Cardiff Metropolitan University and other external bodies.	<ul style="list-style-type: none"> • The SU is well represented on the university's board and committees. • The SU has a reasonable and recently improved, track record of attendance and engagement with the university's decision-making structure. • It is the view of the review team that the SU could have played a more prominent role in the development of the recent university strategy. That said, the chief executive, president and vice-president have good levels of respect and influence in dealing with the university. • The relationship agreement between the university and the SU is of vital importance, particularly because it formally recognises the primacy of the SU with regard to student voice. • Though still developing, the relationship committee has a clear purpose and appropriate terms of reference. It is a strong platform and mechanism for developing organisation to organisation dialogue and using the influence of the SU as a whole to communicate with the university on macro issues.

Role	Purpose	Finding
	Acting as a channel of communication in dealing with Cardiff Metropolitan University and other external bodies.	<ul style="list-style-type: none"> Once clear barrier to progress in this area is a relative lack of insight, feedback and data on students and their issues, concerns and ideas for improvement. This is a result of the aforementioned lack of formal mechanisms for capturing these. The SU's reach beyond the university campus into other key organisations such as Cardiff City Council could be enhanced. Without these relationships the ability of the SU to lobby and influence council decision making on things like housing and transport is limited.
	Facilitating the social, recreational and educational interests of its membership, through providing services and support for its members.	<ul style="list-style-type: none"> A key strength of the SU is facilitating social and recreational activities. It has established strong process for this, however, as mentioned previously resource capacity is stretched and there are not currently adequate financial delegations within the team which leaves an over-reliance on the SU chief executive for approvals. It has established strong processes for this. However, as mentioned previously resource capacity is stretched and there are not currently adequate financial delegations within the team, which leaves an over-reliance on the SU chief executive for approvals. The SU is less strong at representing educational interests. Representatives appear to be fairly well utilised and have reasonable links into the university. These are used to directly escalate student concerns and suggestions to varying levels of success. However, over time the university has, in compensation for the lack of SU activity in this space, set up its own competing structures – such as student insight panels and course QA processes – independent of the involvement of the SU. As such, there is work to be done for the SU to reclaim this aspect of its core purpose.

Role	Purpose	Finding
	Working with other students' unions and affiliated bodies.	<ul style="list-style-type: none"> The SU is not NUS affiliated. It does, however, engage with other SUs, particularly through its relationship with Wonkhe. The SU also has its own plans in place to facilitate more co-learning visits. We note that the chief executive is especially good at establishing links and learning from other SUs. How this is done could be better formalised in the governance of the SU.
The advancement of student welfare and the relief of the needs of students at Cardiff Metropolitan University through:	The provision of recreational and leisure time activities provided in the interests of social welfare designed to improve conditions of student life.	<ul style="list-style-type: none"> We have not assessed the quality or scope of welfare provision at the SU as it goes beyond the remit of our review. We note, however, that there is neither a committee or a sabbatical officer with a designated role for welfare and that this is something the SU may want to reflect on.
	The provision of support and activities which develop skills, capacities and capabilities to participate in society as mature responsible individuals.	<ul style="list-style-type: none"> This is an area of real opportunity for the SU, especially given the development of educational policy in Wales under the current administration. However, the SU is not as well set up to deliver on this as it could be. The lack of participatory opportunities in the running of the SU and in areas like policy development, campaigns and lobbying are weak, denying students an opportunity to develop the sorts of skills that help equip them for life beyond university.
	The provision of support and activities which develop skills, capacities and capabilities to participate in society as mature responsible individuals.	<ul style="list-style-type: none"> As above.

6.3 Governance

The analysis in the section is framed against the NUS' students' union governance code¹ and all quotes are directly lifted from that document.

Organisational purpose

Principle: The board is clear about the union's aims and ensures that these are being delivered effectively and sustainably.

"The board has a shared understanding of and commitment to the union's purposes and can explain these clearly."

The NUS SU governance code expects the board to have a strong individual and collective understanding of its purpose and to be able to express this clearly. The organisational purpose of CMSU is clearly expressed in the objects of the Memorandum and Articles of Association (the SU's constitution). We tested the board's understanding of its purpose individually through focus groups and interviews and collectively in a facilitated workshop with the board. These activities demonstrated that there is room for improvement in this area. Based on our engagement, it is our view that most trustees would struggle to express the purpose of the SU clearly and in line with what is written in the constitution and accordingly there is not a consistent and shared understanding of the union's purposes.

This understanding or purpose is critical, it should frame how board agendas are developed, how risks are managed and also how decisions are scrutinised and made. Our review activities suggest that this is not yet something which is happening effectively or consistently enough and, as such, is an area of weakness that needs developing. The purpose of the SU should be a core part of trustees' induction, as well as the whole board and individual trustee annual performance evaluation process.

"The board periodically reviews the organisation's charitable purposes and the external environment in which it works, to make sure that the union and its purposes, stay relevant and valid."

The Charity and NUS governance codes state that the board should review and update the organisational purpose as expressed in its charitable purpose, as necessary, every year. CMSU's purpose has not changed in a number of years. This is fine in itself. However, we did not see evidence that such a decision is the result of informed review or debate among board members.

The purpose, as expressed in the formal constitution documents, is consistent with other SUs that we have reviewed. There is, however, a strategic question for the board to consider around whether its purpose, as described, accommodates all of what the SU would now consider the extent of its role, especially in the dynamic, evolving context within which it operates. The board should think about how its purpose influences the operation of the SU and shapes its systems and practices. From the paperwork we have reviewed, as well as our interviews and other engagements, it is apparent that the board has not recently reviewed its purpose and it has been even longer since the membership has been engaged on this question.

¹ NUS, *Students' Union Code of Governance*, https://s3-eu-west-1.amazonaws.com/nusdigital/document/documents/43185/c2de96d7a45fee11de4b42eaf35efca0/SU_Governance_Code_English.pdf

Furthermore, regular review would help develop the board's understanding of the SU's purpose and also help elevate discussion at the board from an operational to a more strategic focus.

"The board's core role is about strategy, performance and assurance."

A related factor here is that the SU does not currently have a defined strategy. Having one and undertaking the processes to develop and refresh it, would provide a means by which the SU is able to regularly review its purpose. The strategy would also be a useful continuity point given the inherent challenge around the transitory nature of trustees, given election cycles and the changing mandates intrinsic to the same processes. The art will be to develop a strategy which still provides enough scope or democratic mandates.

The lack of the strategy was remarked on frequently in interviews and to a lesser extent our session with the board. The creation of an organisational strategy, along with various supporting strategies, is standard practice in any sector and a key facet of good governance. The board should have a strategic focus with agendas and risk management processes linked to the delivery of the SUs strategic objectives. CMSU's board of trustees' current lack of strategic focus is not surprising given the lack of frame for it. There is a clear need for the SU to develop a robust strategy that is owned by the board and informed by staff and stakeholders. Some good reference points for the SU to consider include:

- Cardiff Student Union strategy²
- UWE Students' Union strategy³
- Wonkhe – What students' union strategies should look like⁴

"The board leads the development of and agrees, a strategy that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts."

The strategy development process should be led by the board, which is clear in the NUS SU governance code but also standard practice. It should be based on setting clear aims and desired outputs and outcomes for the SU. It is also vital to establishing a basis from which the SU can assess whether it is having the impact it should be. The NUS SU governance code sets an expectation that the board ensures that the union's strategic plan contains change-making goals that will support students and organisational development goals. Having a strategy will also help the SU with the recruitment of independent trustees.

"The board can show that the union achieves its charitable purposes and agreed outcomes."

The point about performance monitoring is critical, the NUS SU governance code makes clear that the board should be evaluating the union's impact, measuring and assessing results and outcomes. This process is not something that we have observed in our review activities.

In developing the strategy, the SU should consider the key metrics by which it will measure its success and set up processes for monitoring these through the governance of the board and its committees. Without these, the board will be unable to effectively hold the chief executive and other senior officers to account for the successful operation of the SU.

² Cardiff Students' Union Strategy, 2021-2025, www.cardiffstudents.com/about-cusu/plans/

³ UWE, Strategic Plan, 2018-2022, www.thestudentsunion.co.uk/strategic-plan

⁴ Wonkhe, What should students' unions strategy look like, <https://wonkhe.com/blogs-sus/what-should-students-union-strategy-look-like-next/>

“The board can show how it uses its understanding of its students and what they want from their union in its decisions.”

From our discussions with board members, staff and students, it is clear to us that the board is mindful of the needs of its students and tries to factor this into decision-making. However, at present, this mainly comes from informal and unstructured sources of feedback, observations, anecdotes or discussions that individual trustees have had. The SU has a real opportunity to develop the key data it holds about its members, their experience, the impact the SU has in supporting students through its various activities, analyse and use this data more effectively in its governance. Moving forward, the board should look to generate more robust and systematic processes for engaging with students and utilise this to inform decision making. As part of this it should develop its data sharing agreements with key stakeholders, primarily CMU.

Developing the strategy would be a good exercise to support this, as well as for engaging the whole student union membership in a way that transcends the partisan politics of elections. It would provide an opportunity to gain their buy-in and involvement in a process and a document that will influence and direct the operation of the SU and provide a frame for board decision-making. This in turn, would give the SU more legitimacy and credibility. It would also help to address another issue which has arisen in the course of this review which is the lack of member understanding of SU purpose.

“Trustees regularly review the partnership work with the university/college and work together to manage the grant-funding relationship, reduce unnecessary duplication and ensure union autonomy for students.”

One thing that we heard and saw evidence of frequently during the review was the positive trajectory around the strength of relationships and partnership between the SU and the university. The appointment of the new chief executive and the work of the current sabbatical officers has played a large role in this. As per comments above, this relationship is well codified in the relationship agreement and effectively managed through the relationship committee. The SU should continue the ongoing proactive dialogue about its role with the university to avoid duplication and ensure its autonomy.

Recommendations

1. The board should review its purpose (n.b. any proposed change of purpose would need to be put before the AGM to vote on as would be a material amend to the Memorandum and Articles of Association. If a change to the purpose is made the updated Memorandum and Articles of Association would need to be submitted to Companies House).
2. The board should build in an annual review of the purpose into its cycle of business.
3. The board should lead on the development of a strategy for the SU with clear objectives and defined metrics for monitoring these. In doing this, input from the SU's membership and other stakeholders should be sought through a robust engagement process.
4. Once a strategy is in place board papers and agendas should be structured around and have clear links to the SU's strategic objectives.
5. The board should develop a performance monitoring framework around the aims and outputs in the strategy against which it can review its own performance and be held to account.

Leadership

Principle: Every union has an effective board that provides strategic leadership based on the union's aims and values, democratically agreed policy and effective student leadership.

The NUS SU governance code expects strong and effective leadership from the board, driven by elected officers, helping the organisation to follow an appropriate strategy to deliver its aims. The lack of a strategy, as has been covered in the section above, limits the effectiveness of the board's strategic leadership.

The NUS SU governance code describes the outcomes of effective, strategic board leadership as:

- Stakeholders see the union's elected student leadership as impactful.
- The board can show how, by working together with student representatives, the organisation can deliver excellent services and real change in students' interests.
- The board, as a whole and as individual trustees, accepts responsibility for ensuring that the union has a clear and relevant set of aims and an appropriate strategy for achieving them.
- The board agrees the union's vision, values and reputation and leads by example, requiring anyone representing the union to reflect its values positively.
- The board makes sure that the union's values are reflected in all of its work and that the ethos and culture of the organisation underpin all its activities.

From what we have observed, tested in interviews, focus groups, the survey and other materials:

Outcomes	
<ul style="list-style-type: none">• Stakeholders see the union's elected student leadership as impactful.• The board can show how, by working together with student representatives, the organisation can deliver excellent services and real change in students' interests.	<ul style="list-style-type: none">• The university, through the work of the current sabbatical officers in the representative role in university boards and committees, is well sighted on SU activity and decision making. This is enhanced through the work of the chief executive and relationship committee.• The view on elected student leadership impact is more mixed among SU members but has definitely improved in recent times. There is more that the elected representatives and the board could do to communicate and engage with students, both on the content and outputs of board meetings. This would enable the board to demonstrate its impact and work on behalf of its student body.• The board is well connected to the representative structure, with the five school representatives sitting on the board as trustees and the two sabbatical officers also serving as trustees. Through the sabbatical officers and the school representatives, the board engages actively with the representative structure outside of meetings and this work is fed back to board.

Outcomes	
<ul style="list-style-type: none"> • The board, as a whole and as individual trustees, accepts responsibility for ensuring that the union has a clear and relevant set of aims and an appropriate strategy for achieving them. • The board agrees the union's vision, values and reputation and leads by example, requiring anyone representing the union to reflect its values positively. • The board makes sure that the union's values are reflected in all of its work and that the ethos and culture of the organisation underpin all its activities. 	<ul style="list-style-type: none"> • The review team saw no evidence of a clearly articulated vision or set of values which the board should consider developing with input from stakeholders. • However, the board is very conscious of the reputation of the SU and its role in protecting and developing the SU's reputation.

"The board ensures its decisions are shaped by democratic outcomes. The board looks at how it supports students to work out their interests through formative (creating and generating the options creatively) and summative (deciding the way forward) processes."

It is the view of the review team that this is an area that requires significant board attention. This is for a number of reasons:

- As detailed above, the board lacks the formal structural feedback mechanisms to ensure that its decisions are shaped by the student voice. In particular, there are no formal referenda processes, which means that the membership have not had the chance to input in this way for some time.
- There are low levels of student engagement and understanding of the SU purpose and impact.
- There has not been a quorate annual general meeting for a number of years.

The board should look to establish better feedback loops and platforms for student voice. The review team tested this in the focus groups, workshops and other student engagements and there was a strong support and preference for an online feedback facility, hosted on the CMSU website, in a padlet format.

The board should also think about a formal structure for facilitating student debate and discussion and involvement in the SU's decision-making outside annual general meetings.

The board should oversee the proposal of rules for referenda to be added to the constitution pending support from the AGM and build due processes around this.

The board should review and amend the rules for the annual general meeting. It should also consider establishing a committee to look at developing the standing orders for the AGM.

Improving the quality of material and papers going to the board would also help in this regard. One immediate step would be to incorporate into board paper templates specific questions around how the student body had been engaged in the generation of the findings and recommendations.

"The board supports elected officers to carry out their representative responsibilities and regularly reviews their effectiveness."

The board has a very supportive culture and does try to support elected officers to carry out their responsibilities. The review team did not see strong evidence of a robust and regular review process for the effectiveness of sabbatical officers. This is something to which the board should give consideration.

"The chair provides leadership to the board and takes responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to the union."

The president chairs the SU's board meetings and does so well, providing good leadership and direction. The pace and timing of the meeting the review team observed was well managed with the chair presiding over robust discussion and input from all.

That said, it is the review team's view that the board is currently too passive, acting too much as a receiver of information and not providing enough scrutiny and challenge of officer activities. A culture of constructive challenge and assurance could be fostered through training and induction processes.

Key to this is providing more ongoing training to individual trustees, particularly elected representatives and doing more whole board development.

"The board provides oversight and direction to the union and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff."

In the board meeting that the review team observed there was evidence of this, as there was through other sources. The board does provide a level of oversight and direction, though there is significant room for improvement and for the board to be more proactive in this space.

The review team observed both the provision of support and some constructive challenge to the chief executive and the efforts of the SU team. The board should consider inviting other members of the SU senior management team to its meetings so it can hold them more directly to account and also make use of their knowledge and expertise.

"The board, through its relationship with the senior member of staff, creates the conditions in which the union's staff are confident and enabled to provide the information, advice and feedback that the board needs."

There is a good relationship and strong levels of trust between the board and senior SU staff. The review team observed the board receive information and advice from the senior SU staff. However, it is our view that the board is still too led by the SU staff in terms of what information and assurance it receives and should be more proactive in this setting the agenda. Feedback has been covered above.

Having the chief executive as a full member of the board is unusual and not consistent with best practice. This is because of the inherent conflict of interest it typically creates. As such, we recommend that the chief executive is removed from the board as a full-voting member. However, the chief executive and senior SU staff would still be able to attend board meetings.

"This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination, election or appointment and again on acceptance of nomination, election or appointment."

We were informed throughout the review process that this has been an issue historically and it was point raised consistently. That said, we note that the SU has taken steps to improve induction processes and also in the setting of expectations of trustees as early as possible. More though could be done and is being looked at by the SU.

"The board makes sure that there are proper arrangements for the appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal of the most senior member of staff (e.g. the CEO)."

The board should review its arrangements for the appointment and dismissal of senior staff. The board should revise/develop terms of reference for an appointment committee it can convene as required.

"The board's functions are formally recorded. There are role descriptions defining trustees' responsibilities that differentiate clearly between the role of the chair and vice-chair and outline how trustee roles relate to staff."

There is a certain amount of specificity within the SU's constitution about the functions and responsibilities of the board. However, the detail of these should be developed and codified in a set of bye-laws, the development of which is another one of our recommendations. There are, in various documents, differentiations between the key roles and relationships between trustee and staff. As such, these should be reviewed, updated and made consistent.

"Where the board has agreed to establish a formally constituted subsidiary organisation/s, the rationale, benefits and risks of these arrangements are clear. The formal relationship between the parent organisation and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the union's charitable purposes."

The SU runs Cardiff Met FC (CMFC) but the arrangements around the governance of the football club are opaque. There has been a separate, concurrent review of the football club's decision making which has been aligned to this work. It is the view of the review team that the board should establish a formal committee to oversee the operation of the football club, with clear terms of reference that sets out the decision making and reporting responsibilities of the committee and also a scheme of reservation and delegation which sets out the delegated financial control of the committee. Every year the board of trustees should review the operation of this committee and agree a budget for the football club.

Recommendations

6. The board should do more to demonstrate and engage the membership and other stakeholders on its decision-making and overall impact.
7. The board should develop better means for student engagement and feedback, ideally online.
8. The board should establish a formal forum for student voice.
9. The board should oversee the proposal of rules for referenda being added to the constitution, pending support from the AGM and build due processes around this.
10. The board should review and amend the rules for the annual general meeting. It should also consider establishing a committee to look at developing the standing orders for the AGM.
11. The board should develop a vision and set of values with input from stakeholders.
12. The board should establish a sub-committee to run the CMFC with set of terms of reference and a scheme of reservation and delegation in place around an annually agreed budget.
13. The chief executive should be removed as full member of the board of trustees and instead be made a standing invitee.

Integrity

Principle: The board acts with integrity, adopting values and creating a culture which help achieve the organisation's charitable purposes. The board is aware of the importance of the public's confidence and trust in charities and students' unions as organisations and trustees undertake their duties accordingly.

"The board acts in the union's and its students' best interests and its decision making is democratic. The board is not influenced by those who have special interests and puts the union's interests before any personal interest."

The review team found no evidence to suggest that the board acts with anything other than the best interests of the union or its students at heart. We also found no evidence to suggest that its decision-making is unduly influenced in any way.

Those we engaged with as part of this process were highly conscious of the need for the student voice to be at the heart of board decision-making in order to give any decisions legitimacy. At the same time and as discussed above, many of those we spoke to acknowledge the clear need for more robust sources of insight and feedback from students.

"The board looks after and promotes the union's reputation and this promotes public confidence in the students' union sector."

The board is expected to consider how the union is seen by students, the general public and wider stakeholders and in doing so take steps to safeguard and promote the SU's reputation. During our review, we saw lots of evidence of this in the conduct of members, in what we heard about the work of the sabbatical officers in representing the SU on university boards and committees, in our observation of the board and through the events the activities the SU run and its conscientiousness in approaching them.

“Members of the board and those working in or representing the organisation act with integrity and in line with the values of the union.”

Trustees and the board collectively, given its legal controlling responsibility for the union’s funds and assets and its reputation, are expected to act with integrity and with respect to the SU’s members, the public and other stakeholders. Although the board does not have its own codified set of values, the review team saw no evidence of anything other than the board members and SU team acting with integrity and respect for each other and for the concerns and interests of students.

“Trustees adopt and follow a suitable code of conduct that sets out expected standards of probity and behaviour.”

The board does not have a code of conduct and should take steps to develop one. There is, however a code of conduct for members, though this is now out of date.

During our review, we saw evidence that the board is conscious of its conduct, as well as the need to set an example for its staff and its members.

“The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a union’s performance and reputation.”

Although the constitution contains guidance around conflicts of interest, the SU does not currently have a conflict-of-interest policy. This is a vital document which should be developed as a point of urgency for the SU. We would recommend that the policy is organised to contain the following information:

- Why we have a policy – legal obligations, good practice and benefits
- Declarations of interest – when and what to declare, how this will be recorded
- Managing conflict of interest – how to manage conflict of interest when the moment arises

Once developed, the policy should be circulated to all trustees, senior management and wider staff and steps taken to ensure that it is understood.

Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the union’s agreed policy on disclosure.

The review team did not see evidence that the board maintains a register of interests. It is good practice for the board to do this and it should be developed alongside the conflict-of-interest policy. This should be published on the website and reviewed, at a minimum, annually or whenever there is a material change in circumstance for a trustee. All trustees should read the Charity Commission’s Guidance and ensure that they understand what constitutes a conflict or potential conflict: www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29.

“The board can show how supporting students in campaigning activity enables political educational development in line with the union’s charitable purpose. The board takes reasonable steps to promote freedom of speech.”

The review team did not see enough evidence of the board supporting students in campaigning activity and enabling political educational development in line with its charitable purposes.

Here though the limitations around the current structures, particularly the lack of assurance committees as well as capacity challenges among the sabbatical officers and wider staff groups, have had an impact on what the board can achieve. The board should consider the support staff resource it needs to facilitate campaigning activity.

The review team did, however, observe an encouraging attitude from the board towards promoting freedom of speech and creating opportunities for it throughout the student engagement conducted throughout the review. In particular, the sabbatical officers played a key role in encouraging student participation and honesty.

The earlier recommendation around establishing a student forum is relevant here and would be a mechanism through which the board can support students to develop their political educational experience. It would create opportunities for students to participate in decision-making, debate and policy development while establishing a proper forum for freedom of expression.

Recommendations

14. The board should develop a code of conduct covering expected individual and collective board behaviours, which should be published on the SU website and promoted.
15. The board should oversee the development of a conflict-of-interest policy and ensure that it is published on the website. This should be socialised among board members and staff, with training provided as necessary.
16. The board should develop a register of interests and publish it on the website. This should be reviewed at least annually, as well as when trustee circumstances materially change.
17. The board should look at increasing the SU support team resource for supporting student-led campaigns.
18. The board should think about what more it could do to facilitate, encourage and support students in campaigning activity and enabling political educational development, such as hosting an annual guest lecture, as many other unions do.

Decision-making, risk and control

Principle: The board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored.

The SU currently has two versions of its constitution, both of which need review as highlighted earlier. As a consequence, the board needs to oversee:

- the alignment/merging of the two constitutions
- an update of the final constitution in accordance with the recommendations it wishes to take forward from this review
- the formal submission of the updated constitution (Memorandum and Articles of Association) to Companies House.

"The board is legally responsible for the decisions and actions of the union, but it cannot and should not do everything."

Although the board is legally responsible for the decisions and actions of the union, it cannot and should not do everything. This point is emphasised within the NUS SU governance code and is also a core principle of good governance. Currently the SU has a lean governance structure with just one sub-committee of the board, the Finance and Services Committee. This, in our view, leaves the board of trustees with too much work to do and contributes to its overly operational focus.

The board has a substantial role exercising its leadership function and the responsibilities set for it in the constitution. It now needs to develop the core governance structure that will enable it to fulfil this as effectively as possible. This should include the development of supporting committees to lead on key activities related to the purpose of the SU and its core functions. This should include policies and procedures, student and staff welfare and student participation.

The board should conduct an internal review of its effectiveness annually, which should include consideration of what matters it carries out and what it delegates.

"Trustees delegate authority but not legal responsibility, so the board needs to have suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters."

When developing the core structure of governance the board needs to be mindful of its delegated powers and how it will develop its oversight and assurance framework.

By delegating the functions it is legally and, by its own constitution, able to, the board of trustees will be better able to focus on matters relating to its strategy, union development, performance and assurance, as expected by the NUS SU governance code.

In establishing a revised oversight and assurance framework, the board should oversee the development of clear and robust terms of reference that establish the roles, responsibilities, accountabilities and reporting arrangements of each of the new committees. All terms of reference and membership should be reviewed annually.

The board currently lacks a decision-making and monitoring framework, one which tracks and keeps a record of the board's decisions and how they were made and monitors the progress and impact of those decisions. It would be a good idea for the board to develop one and frame it against the SU's charitable objects.

"Trustees must also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking."

The SU does not have a risk register and the board does not regularly discuss risk in relation to its purpose and objectives. Risk isn't used to frame decision making or included as a standard agenda item for the board.

As such, the board should establish either a risk register or, alongside the development of its strategy, a strategic risk oversight framework which aligns key risks to its strategic objectives. This strategic risk oversight framework should then be regularly monitored and the key risks mitigated and managed appropriately.

The board should also have regular discussions about its risk appetite in a structured and strategic way and set an agreed risk appetite, expressed in a formal statement. This will have the benefit of clarifying for staff the board's position with regard to risk and provide a framework through which decisions should be taken. GGI's risk appetite maturity matrix is a useful tool to support this exercise. The board's approach to risk and its risk appetite should be reviewed annually.

The board should develop its risk escalation and management culture and processes, which are currently informal and minimal. This is something it should oversee but delegate more active responsibility to a committee for.

"The board regularly reviews the union's key policies and procedures to ensure that they still support and are adequate for, delivering the union's aims."

The SU lacks several key policies, as has been mentioned above. The core list of policies specified in the NUS SU governance code that the board should develop as a priority are:

- policies and procedures dealing with board strategies
- functions and responsibilities
- finances (including reserves)
- service or quality standards
- good employment practices
- encouraging and using volunteers
- data protection
- managing the relationship with the university/college
- conflicts of interest.

The board has an active role to play in monitoring organisational performance and allocating resources. The NUS SU governance code specifies that it should fulfil this role by working with senior management to ensure that operational plans and budgets are in line with the union's purposes, agreed strategic aims and available resources. Through our board observation and other activities, we saw evidence of this. However, as mentioned above, it is the review team's view that the board could provide more direction to the SU senior management team rather than the other way round.

Especially given the SU's ownership of the football club, which has its own audit, the board should consider establishing an audit committee under the guidelines in the NUS SU governance code.

Recommendations

19. The board, through the AGM as appropriate, should oversee the alignment and revision of the constitution.
20. The board should create a strategic risk framework/risk register.
21. The board should create a decision-making and monitoring framework.
22. The board should develop a risk appetite statement and review it annually.
23. The board should oversee the development of a set of bye-laws.
24. The board should establish an audit sub-committee.
25. The board should oversee a thorough policy review and gap analysis and develop its policy framework accordingly.
26. The board should consider setting up a committee with responsibility for policy and procedures.

Board effectiveness

Principle: The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

Several aspects of board effectiveness, including trustee induction and training, skills audit and certain aspects of structure development, are covered in other sections, particularly in the leadership section.

“The board’s culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.”

The review team saw evidence of good relations and of a good team culture on the board, with mutual respect. One limiting factor for the board’s effectiveness is the quality and robustness of processes around it, which, as highlighted earlier in this report, are underdeveloped.

Structurally, the board is supported by just one formal committee, for finance and services. This leaves the board with too much to cover and with certain key areas related to its purpose lacking adequate oversight and assurance.

Through our analysis, work with the reference group and in our testing activities, we have developed a suggested structure for the board to consider, which can be found in the recommendations section.

“All trustees have appropriate skills and knowledge of the union and can give enough time to be effective in their role.”

Alongside its minimal structure, the board as it is currently constituted lacks skills, experience and knowledge in certain key areas. A significant reason for this is the lack of independent trustees. As has been mentioned, most SUs have at least three independent trustees who contribute invaluable experience and knowledge as well as balance.

There is not a current register of board member skills and experience at the SU. Therefore, conducting a board skills mapping exercise to develop one and doing this every year as the board composition changes, would be good practice. The gaps identified should then inform what the board looks to bring in through independent trustee recruitment.

The board is mostly comprised of students, with two sabbatical officers and five school representatives. This has some obvious benefits including ensuring a good level of student voice on the board. It also ensures that the board meets the expected over-50% student ratio. However, this, combined with the lack of independent trustees, does impact on the board's maturity and professionalism which, based on our observations, could be improved.

In addition, it is our view that the current structure does not provide enough space for sabbatical officers to effectively fulfil all elements of their role. Furthermore, although the current officers were praised for their efforts, this situation is likely to worsen as the governance of the SU develops. The scope of the current sabbatical officer role is significant. The sabbatical officers need more time to be able to engage with each other, the representatives and part-time officers and they also need to increase their visibility with students, across both campuses. One key part of this is that the university's governance is well developed and substantial – and has developed over time in a way and at a pace not correlated with the SU's – and representing the SU at the various university boards and committees takes a lot of time.

As a result, one of our key recommendations is to increase the number of sabbatical officers at the SU from two to four. This would retain the more-than-50% student ratio while improving the access of the board to key skills and expertise. This was a point raised consistently throughout the review process.

If this recommendation is taken forward, the board may also want to consider reviewing the inclusion of school representatives as trustees and consider whether it would be appropriate to replace these roles with appointed student trustees, one for each campus. Like other roles, we were told by many that the school representatives struggle with a large remit and have to wear many hats. We also heard a lot about how the two-campus issue impacts their effectiveness. Amending the structure in this way could help with representation and resource management.

"It is important to have a rigorous approach to trustee appointment or election, recruitment, performance and development and to the board's conduct."

"The union considers using a nominations committee to lead the board-appointment process and to make recommendations to the board."

The process for the appointment of elected representatives is, under the temporary rules approved by the board and used at the last election, captured within the SU's current core documents and is largely in line with good practice. This is explored in more detail earlier in the report.

In terms of the process for the appointment of other trustees, this is something which will need to be developed if our recommendations for an expanded board are taken up. There are various ways in which trustees can be sourced and appointed, including nomination by existing trustees, election, or on an ex officio basis. In this instance, the board will need to oversee the development of an appointment committee (including terms of reference and agreement of membership) as well as a clear process for appointments.

Recommendations

27. The board should develop its core governance structure and processes in line with core purpose and functions.
28. The board should conduct a regular skills audit.
29. The board should recruit up to three but no fewer than two further independent members.
30. The board should look to increase the number of sabbatical officers from two to four.
31. The board should consider removing school representatives and replacing them with elected/appointed student trustees, one for each campus.
32. The board should develop its trustee appointment processes and establish terms of reference and membership of an appointments committee.

Diversity

Principle: The board's approach to diversity supports its effectiveness, leadership and decision-making.

The review team observed several good practices in relation to diversity and inclusion at the SU, both on the board and more broadly, including:

- There is strong messaging to the membership about diversity and inclusion – Diverse. Unified – At Cardiff Met, we're not the same, we are distinctive, we are a collective, our differences make us brilliant, make us stronger, bring us together, because we believe in something bigger, to be truly representative we need to represent everyone.
- The SU has a current and appropriate equality, diversity and inclusion strategy.
- There is good diversity of elected representatives and in the field of candidates that stand for election.

An earlier recommendation was that the board lead the development of a set of values and it should consider how diversity and inclusion is reflected in this.

"Diversity, in the widest sense, is essential for boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the students' union sector."

The NUS SU governance code recommends that boards should:

- periodically take part in training and/or reflection about diversity and understand their responsibilities in this area.
- regularly carry out an audit of the skills, experience and diversity of background of members to find imbalances and gaps and inform trustee recruitment and training.

Our review team did not see evidence of training in this area or an audit of board skills, experience and diversity. The board is fairly diverse but could be doing more to consciously develop this and promote diversity and inclusion more structurally throughout the SU. The ways it could do this include supporting the development of different communities within the student body and creating more opportunities for students in these communities – especially international students – to be involved.

The review team saw and heard a lot of evidence about the ineffectiveness of the part-time officer roles in their current set-up. This was partly because of a lack of formal means for them to engage students and develop policies in their thematic areas but also because of constraints on their time. The size of the current sabbatical structure, coupled with limited capacity within the support team, also limits what they can do.

Growing the sabbatical structure, as we propose, to four will help to create a more diverse board as well as to improve student outreach and engagement – as will the recruitment of additional independent directors. This process should be carried out in a way that is inclusive, accessible and puts an emphasis on the diversity of candidates.

Alongside this, the board should consider amending the focus of part-time officers to representative portfolios rather than thematic. This would increase the representation of all sorts of communities and groups within the study body. This was suggested to us early in the process and is done well elsewhere. Throughout the review process, we further tested this idea and found that it was consistently well supported.

“A range of opportunities exist for students to make meaningful contributions to decision-making in the students’ union and the union tries to broaden the range of people who access these opportunities, especially from local under represented groups.”

During the review, many students expressed frustration about barriers for participation and involvement with the SU, as well as around the provision of services to certain groups, particularly post graduate and international students. These groups should be covered in the representative structure of the part-time officers. The board should do more to consider the experience and needs of these groups and ensure its services and opportunities for engagement are as accessible as possible.

Establishing better feedback forums for communities within the student body will help to address this. In time the representative leads should look to establish formal means of bringing those they represent together to feed into their work and to give them a more structured platform to express their views, concerns and ideas.

The other challenge here is how the SU engages and creates appropriate opportunities for those student members who are enrolled on Cardiff Met University accredited courses in other institutions, both at home and abroad. This is a more complex issue and needs thinking through. The board should look at potentially setting up a working group to focus on this.

Recommendations

33. The board should ensure it regularly undertakes training and/or reflection about diversity and understands its responsibilities in this area.
34. The board should regularly carry out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.
35. The board should consider changing the part-time officer roles from thematic to representative portfolios.
36. The board should be conscious of its diversity in the recruitment of additional independent trustees.

Openness and accountability

Principle: The board leads the organisation in being transparent and accountable. The students' union is open in its work, unless there is good reason for it not to be.

The NUS SU governance code sets expectations around how the board should make accountability real. This includes genuine and open two-way communication, a willingness to learn from mistakes and a vibrant democracy to establish trust, confidence and earn legitimacy. There are various things the SU can do to improve in this area which have already been covered in previous sections, including engaging with stakeholders, ensuring SU activities are guided by values, improving democratic legitimacy, keeping a register of interests and developing and publishing certain documents.

One glaring current issue with openness and accountability is the lack of published board agenda and minutes. The board should rectify this as soon as possible. It should also consider publishing the decision-making and monitoring framework, as mentioned in a recommendation above, if it chooses to develop one.

The NUS SU governance code expects SUs to have a clear statement about the relationship between the union's governance, democracy and operational activity, which is reviewed regularly. This is not something the review team could see was currently in place, but it should be developed at an appropriate point in line with changes arising from the recommendations that are taken forward from this report.

"The board makes sure that there is a strategy for regular and effective communication with these stakeholders about the union's purposes, values, work and achievements, including information that enables them to measure the union's success in achieving its purpose."

The SU does not currently have a communications strategy; this was something raised as an issue at a number of points in the review.


The SU's strategy should be clear about how the SU will communicate how it is governed, the decisions that are made and taken and where and how it can be held to account.

Through this strategy the SU should develop engagement plans focused on specific key stakeholder groups. The board could conduct a stakeholder mapping and analysis exercise supported by the SU team to inform this.

"Democratic processes are reviewed regularly to ensure they meet high standards. Unions can use the Quality Students' Unions (QSU) framework which encourages an assessment of democratic processes and outcomes in popular control, considered judgement, inclusivity and transparency."

"The board ensures an independent returning officer is appointed to oversee elections and referendum in accordance with the 1994 Education Act."

"Fair and open cross-campus ballots are used for all major office positions in line with the 1994 Education Act. Transparent and fair processes and procedures, including for complaints, are in place for all elections."



During the review process the SU attended to issues it was well aware of around its election rules and processes. The board adopted a set of temporary election rules to trial in the March elections. Those rules addressed some of the fundamental issues with the previous process and led to what the review team observed at a distance as a well-run and fair election, with good diversity and breadth of candidates and achieving the highest turnout for many years.

The board should ensure the temporary rules it adopted for this election are reviewed in line with lessons learned from the election and finalised and then adopted as the new election rules for the SU.

“The board ensures that stakeholders can hold the board to account through agreed processes and routes, for example question-and-answer sessions.”

This is currently an area of weakness because of the immaturity of certain structures and processes. We have already discussed these and advised that they should be looked at. The AGM’s role in this regard could also be strengthened and this should be looked at by the board.

Recommendations

37. The board should ensure that all meeting minutes at the very least and whatever other materials it deems relevant to share are published transparently on the website.
38. The board should publish a record of its decisions.
39. The board should oversee the development of a communications strategy and conduct a stakeholder mapping and analysis session to inform it.
40. The board should review as necessary and then adopt the revised set of election rules it used for the last election.
41. The board should oversee the development of the rules of the annual general meeting to ensure the effectiveness of its mechanisms to scrutinise and challenge itself.

7. Recommendations

This section collates the recommendations aligned to the findings above alongside more developed recommendations, shaped by the findings and developed in line with input from the focus groups, workshops and from the working reference group, with whom these recommendations were also tested.

Organisational purpose recommendations

1. The board should review its purpose (n.b. any proposed change of purpose would need to be put before the AGM to vote on as would be a material amend to the Memorandum and Articles of Association. If a change to the purpose is made the updated Memorandum and Articles of Association would need to be submitted to Companies House).
2. The board should build in an annual review of the purpose into its cycle of business.
3. The board should lead on the development of a strategy for the SU, with clear objectives and defined metrics for monitoring these. In doing this, input from the SU's membership and other stakeholders should be sought through a robust engagement process.
4. Once a strategy is in place, board papers and agendas should be structured around and have clear links to the SU's strategic objectives.
5. The board should develop a performance monitoring framework around the aims and outputs in the strategy against which it can review its own performance and be held to account.

Leadership recommendations

6. The board should do more to demonstrate and engage the membership and other stakeholders on its decision-making and overall impact.
7. The board should develop better means for student engagement and feedback, ideally online.
8. The board should establish a formal forum for student voice.
9. The board should oversee the proposal of rules for referenda to be added to the constitution pending support from the AGM and build due processes around this.
10. The board should review and amend the rules for the annual general meeting. It should also consider establishing a committee to look at developing the standing orders for the AGM.
11. The board should develop a vision and set of values with input from stakeholders.
12. The board should establish a sub-committee to run the CMFC with set terms of reference and a scheme of reservation and delegation in place around an annually agreed budget.
13. The chief executive should be removed as full member of the board of trustees and instead be made a standing invite.

Integrity recommendations

14. The board should develop a code of conduct covering expected individual and collective board behaviours, which should be published on the SU website and promoted.
15. The board should oversee the development of a conflict-of-interest policy and ensure this is published on the website. This should be socialised among board members and staff, with training provided as necessary.
16. The board should develop a register of interests and publish it on the website. This should be reviewed at least annually, as well as when trustee circumstances materially change.

17. The board should look at increasing the SU support team resource for supporting student-led campaigns.
18. The board should think about what more it could do to facilitate, encourage and support students in campaigning activity and enabling political educational development such as hosting an annual guest lecture, as many other unions do.

Decision-making, risk and control recommendations

19. The board, through the AGM as appropriate, should oversee the alignment and revision of the constitution.
20. The board should create a strategic risk framework/risk register.
21. The board should create a decision-making and monitoring framework.
22. The board should develop a risk appetite statement and review it annually.
23. The board should oversee the development of a set of bye-laws.
24. The board should establish an audit sub-committee.
25. The board should oversee a thorough policy review and gap analysis and develop its policy framework accordingly.
26. The board should consider setting up a committee with responsibility for policy and procedures.

Board effectiveness recommendations

27. The board should develop its core governance structure and processes in line with its core purpose and functions.
28. The board should conduct a regular skills audit.
29. The board should recruit up to three but no fewer than two further independent members.
30. The board should look to increase the number of sabbatical officers from two to four.
31. The board should consider removing the school representatives from the board and replacing them with elected/appointed student trustees, one for each campus.
32. The board should develop its trustee appointment processes and establish terms of reference and membership of an appointments committee.

Diversity recommendations

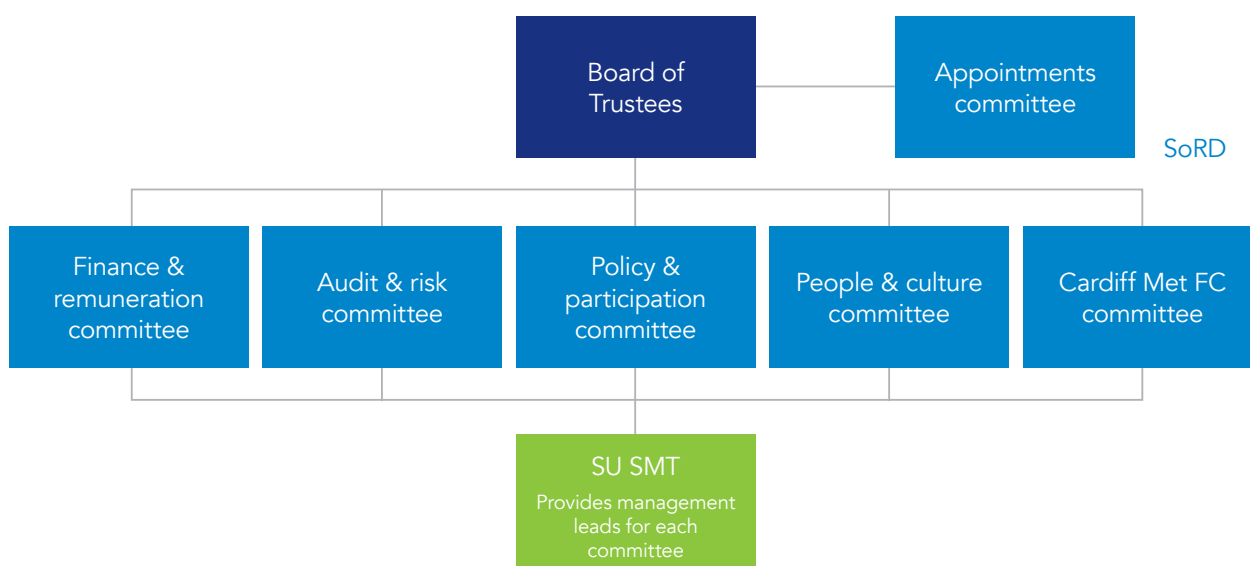
33. The board should ensure it regularly undertakes training and/or reflection about diversity and understands its responsibilities in this area.
34. The board should regularly carry out an audit of the skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.
35. The board should consider changing the part-time officer roles from thematic to representative portfolios.
36. The board should be conscious of its diversity in the recruitment of additional independent trustees.

Openness recommendations

37. The board should ensure that all meeting minutes at the very least and whatever other materials it deems relevant to share are published transparently on the website.
38. The board should publish a record of its decisions.
39. The board should oversee the development of a communications strategy and conduct a stakeholder mapping and analysis session to inform it.
40. The board should review as necessary and then adopt the revised set of election rules it used for the last election.

The review team tested these recommendations in the focus groups and with the working reference group to develop a set of more detailed suggestions for how some of these recommendations could be calibrated to the SU's needs and current environment.

Core governance structure suggestion



Recommended areas of focus for the board and each of its committees

Board of Trustees	SU leadership, strategic direction, strategic risk oversight, SU development.
Finance and Remuneration	Reviewing the SU's financial plans and budgets, monitoring performance against budgets, working with the board to set the CMFC delegated annual budget, reviewing funding and other financial arrangements, providing assurance to the board on financial health and sustainability, reporting to the board on income and expenditure progress quarterly.
Audit and Risk	Assist the board in the oversight of financial performance and reporting, support the board with strategic risk management, decision-making controls, assurance effectiveness, external auditor appointment, public reporting.
Policy, Procedures and Participation	Oversight of policy development, standing orders, bye-law development, work of the student forum, student involvement and participation in SU events, campaigns, decision-making.
People and Culture	Oversight of policy development, standing orders, bye-law development, work of the student forum, student involvement and participation in SU events, campaigns, decision-making.
Cardiff Met Football Club	Oversight of the running of the football club within the established scheme of reservation and delegation and in line with the recommendations of the separate decision-making review of the club conducted in parallel with this review.
Appointments	Appointments to the governance and representation structures where required, oversight of appointment processes, oversight of induction and training, conflicts of interest.

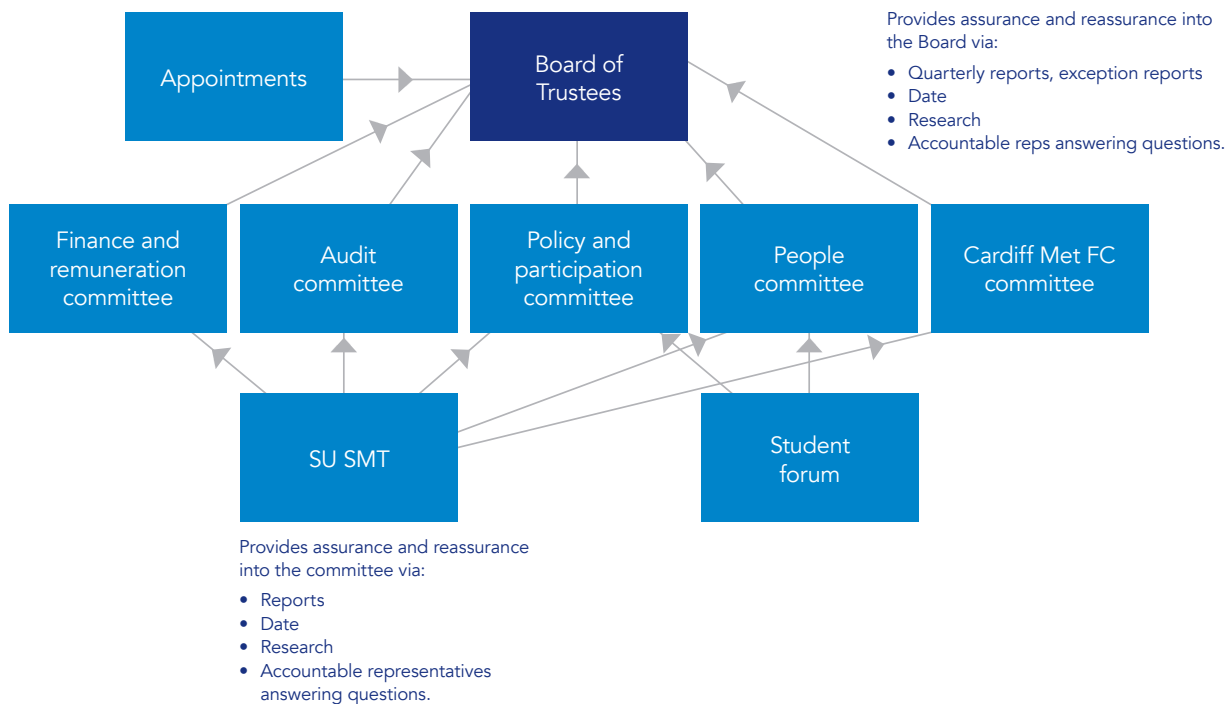
Suggested membership for the board and each of its committees

Board of Trustees	<p>Chair: SU president</p> <p>Members: three vice-presidents, three to four independent trustees, two student trustees (one from each campus nominated by school representatives from their pool)</p> <p>Required to attend but non-voting: SU chief executive, SU chief executive's deputy, other SU senior managers as required</p>
Finance and Remuneration	<p>Chair: Independent trustee</p> <p>Members: SU finance lead, vice-president</p>
Audit and Risk	<p>Chair: Independent trustee</p> <p>Members: Vice-president, SU finance lead, Cardiff Met audit committee rep</p>
Policy, Procedures and Participation	<p>Chair: President</p> <p>Members: Vice-president, independent trustee, school rep, SU student engagement lead</p>
People and Culture	<p>Chair: Independent trustee</p> <p>Members: Vice-president, CMU pro-VC for student engagement and welfare, SU HR lead</p>
Cardiff Met Football Club	<p>Chair: FC chair</p> <p>Members: Company secretary, manager, assistant manager, SU chief executive, independent trustee (finance)</p>
Appointments	<p>Chair: President</p> <p>Members: Vice-president, independent trustee, SU HR lead</p>

Frequency of meetings

- Student forum: min of four times year
- Finance: quarterly
- Audit and Risk: bi-annually
- Policy, procedures and participation: quarterly
- People: quarterly
- CMFC: minimum of six times a year
- Appointments: as necessary

Assurance and reporting



Student forum and student voice suggestions

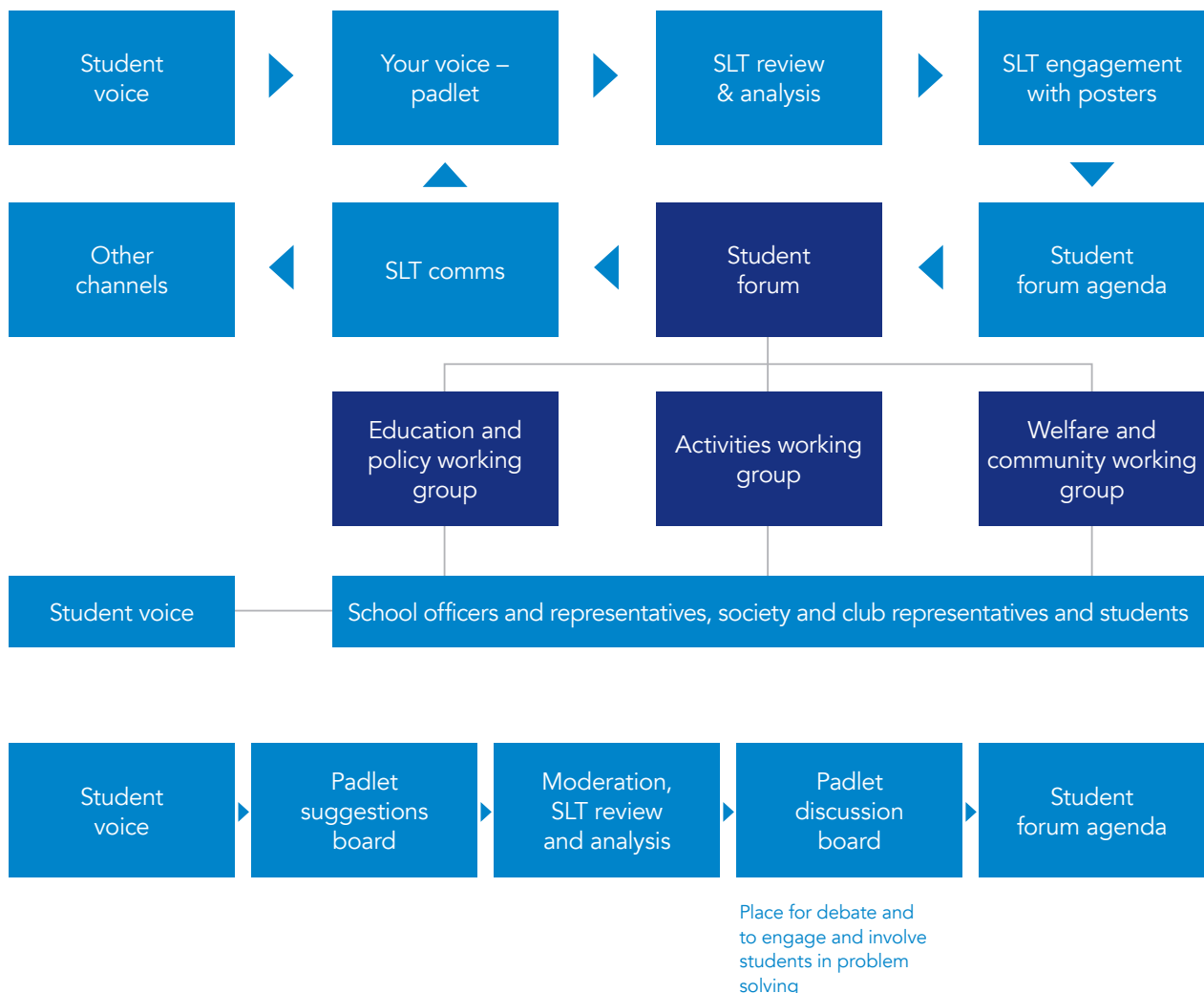
- Establish a student forum in 2023/4 and develop terms of reference for it to be approved initially by the Board of Trustees and then annually reviewed by the forum itself.
- Chaired by the president.
- Made up of sabbatical officers, school representatives, part-time officers, society representatives, club representatives and open to all students.
- The student forum should be focused on student suggestions, ideas, issues to inform campaigns and policy.
- Establish two padlet boards in 2023/4 on the CMSU website – one for suggestions, ideas and issues, the other for discussion and debate – and promote regularly.
- Student Leadership Team meet every two weeks – initially with school representatives then, once the additional sabbatical officer recruitment concludes, this should shift to just sabbatical officers – to review the new input on both boards and:
 - move agreed items from the suggestion to the discussion board, archive the rest on the suggestion board
 - review items on the discussion board and those that have most input take forward for potential student forum agenda items and to engage the submitter, archive the rest.
- Supported by SU head of student engagement and voice team.
- With its own communications channels supported by the SU channels.

AGM

- Review and change the notice rule for the AGM.
- Review and change the quoracy rules for the AGM – double student council, specified number not % and with certain representations mandated.
- Develop process for the review of motion submissions for AGM.
- Develop rules for the functioning of AGM around motion debate.
- Develop formal arrangements for AGM motion review.

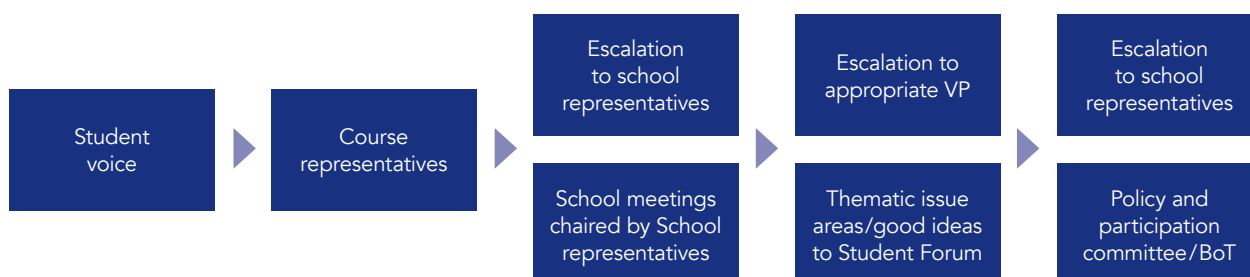
Referenda

- Develop rules for referenda.
- Build referenda input into the terms of reference of the student forum.



Representative structure change suggestions

- Remove the lead representative role.
- Remove the school representatives from the Board of Trustees.
- Create two new student trustee positions, one for each campus, appointed through application and interview process.
- Change part-time officers and expand from thematic portfolios to representative (three-year timeframe):
 - LGBTQIA+
 - Welsh language
 - Black and minority ethnic
 - postgrad PGT
 - postgrad PGR
 - disabled and neurodiverse
 - international.
- Over time these school officers should set up community networks/working groups for their areas of representation to help build the cohesiveness and voice of those communities.
- Review the scope and role descriptions of school representatives.
- Review the scope, role description and pay of part-time officers, rename them student officers.
- Review part-time officer (change to student officers) recruitment process (possibly elected).
- Student Union sessions once a month with each school in rotation.



Sabbatical officers suggestions

- Increase the number of sabbatical officers from two to four.
- Establish portfolio areas for the VPs:
 - education and policy
 - activities (sport, societies, volunteering, activities)
 - welfare and community (housing, estate, transport, wellbeing, belonging, communities).
- Continue monthly SLT meetings but with revised membership of just sabbatical officers once the recruitment process has concluded.
- Enforce a hierarchy in the structure with the president the first among equals.
- Chief executive to line-manage the president and VPs.
- President to line-manage school officers.
- Education VP to manage school representatives.
- Development of tailored induction processes for all sabbatical officers, school representatives and part-time officers.
- Sabbatical officers to spend more time outside the office in the communal spaces on both campuses, visible and engaging with the student community.
- Over time, each VP should set up working groups for their portfolio areas and involve students, representatives and school officers as necessary.

Student representation in university governance

- Review SU elected representative membership of CMU boards and committees following sabbatical officer recruitment process.

General suggestions

- Explore NUS membership for the SU.
- The SU should improve its data-sharing arrangements with the university.
- The SU should develop its feedback loops with students and how it captures, analyses and uses student insight (Edge Hill and York are great examples of where this has been done effectively).

SU support team capacity suggestions

- Developing SU leadership team capacity to support new structures needs consideration, in particular:
 - communications and engagement
 - governance
 - HR.
- Improve active senior leadership representation across both campuses (alternations).
- SU chief executive should attend board of governors meetings.

8. Implementation

The recommendations in this report are significant and numerous. Many are also contingent on others and so need to be done in a coordinated way. Given the scale of the developmental work required and its implications, the board should think carefully about the implementation process and how it is managed. We would recommend establishing a dedicated implementation working group to support this process.

Given the incomplete, anachronistic and at times unaligned nature of the underpinning core documentation, there is a lot of work to do, especially to the constitution, to enable some of these changes. These constitutional changes would need to be approved through the AGM under current due process.

The basis of the timeline suggestions takes into account the cycles of the current AGM decision-making and elections processes, the complexity of the recommendation, contingencies on other recommendations and development of maturity in other processes and SU recourse and capability. They are however just a guideline.

1. The board should review its purpose (n.b. any proposed change of purpose would need to be put before the AGM to vote on as would be a material amend to the Memorandum and Articles of Association. If a change to the purpose is made the updated Memorandum and Articles of Association would need to be submitted to Companies House).	0-6 months
2. The board should build in an annual review of the purpose into its cycle of business.	0-6 months
3. The board should lead on the development of a strategy for the SU, with clear objectives and defined metrics for monitoring these. In doing this, input from the SU's membership and other stakeholders should be sought through a robust engagement process.	0-6 months
4. Once a strategy is in place, board papers and agendas should be structured around and have clear links to the SU's strategic objectives.	Within 12-15 months
5. The board should develop a performance monitoring framework around the aims and outputs in the strategy against which it can review its own performance and be held to account.	Within 12-15 months
6. The board should do more to demonstrate and engage the membership and other stakeholders on its decision-making and overall impact.	Within the next 6-12 months
7. The board should develop better means for student engagement and feedback, ideally online.	Within the next 6-12 months
8. The board should establish a formal forum for student voice.	Within the next 12-15 months
9. The board should oversee the proposal of rules for referenda to be added to the constitution pending support from the AGM and build due processes around this.	Within the next 12 months

10. The board should review and amend the rules for the annual general meeting. It should also consider establishing a committee to look at developing the standing orders for the AGM.	Within the next 12 months
11. The board should develop a vision and set of values with input from stakeholders.	Within the next 12 months
12. The board should establish a sub-committee to run the CMFC, with a set terms of reference and a scheme of reservation and delegation in place around an annually agreed budget.	Within the next 6 months
13. The chief executive should be removed as full member of the Board of Trustees and instead be made a standing invite.	Within the next 6 months
14. The board should develop a code of conduct covering expected individual and collective board behaviours, which should be published on the SU website and promoted.	Within the next 12 months
15. The board should oversee the development of a conflict-of-interest policy and ensure it is published on the website. This should be socialised among board members and staff, with training provided as necessary.	Within the next 6 months
16. The board should develop a register of interests and publish it on the website. This should be reviewed at least annually, as well as when trustee circumstances materially change.	Within the next 6 months
17. The board should look at increasing the SU support team resource for supporting student-led campaigns.	Within the next 12-15 months
18. The board should think about what more it could do to facilitate, encourage and support students in campaigning activity and enabling political educational development, such as hosting an annual guest lecture, as many other unions do.	Within the next 12 months
19. The board, through the AGM as appropriate, should oversee the alignment and revision of the constitution.	Within the next 6-12 months
20. The board should create a strategic risk framework/risk register.	Within the next 12-15 months
21. The board should create a decision-making and monitoring framework.	Within the next 9-12 months
22. The board should develop a risk appetite statement and review it annually.	Within the next 12-15 months
23. The board should oversee the development of a set of bye-laws.	Within the next 12-15 months
24. The board should establish an audit sub-committee.	Within the next 12-15 months
25. The board should oversee a thorough policy review and gap analysis and develop its policy framework accordingly.	Within the next 12-18 months

26. The board should consider setting up a committee with responsibility for policy and procedures	Within the next 12-15 months
27. The board should develop its core governance structure by establishing appropriate committees aligned to its purpose and core functions.	Within 12-15 months
28. The board should conduct a regular skills audit.	Within 12 months
29. The board should recruit up to three but no fewer than two further independent members.	Within 12 months
30. The board should look to increase the number of Sabbatical officers from two to four.	Within 24 months
31. The board should consider removing the school representatives from the board and replacing them with elected/appointed student trustees, one for each campus.	Within 24-36 months
32. The board should develop its trustee appointment processes and establish terms of reference and membership of an appointments committee.	Within 12 months
33. The board should ensure it regularly undertake training and/or reflection about diversity and understands its responsibilities in this area.	Within 8-12 months
34. The board should regularly carry out an audit of skills, experience and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.	Within 12 months
35. The board should consider changing the part-time officer roles from thematic to representative portfolios.	Within 24 months
36. The board should be conscious of its diversity in the recruitment of additional independent trustees.	Within 12 months
37. The board should ensure all meeting minutes at the very least and whatever other materials it deems relevant to share are published transparently on the website.	Within 6 months
38. The board should publish a record of its decisions.	Within 12 months
39. The board should oversee the development of a communications strategy and conduct a stakeholder mapping and analysis session to inform it.	Within 15 months
40. The board should review as necessary and then adopt the revised set of election rules it used for the last election.	Within 6 months

9. Conclusion

This report is intended to help CMSU move forward with a plan for improving the effectiveness of its governance and democracy to support the SU in delivering on its purpose for the benefit of its members and other key stakeholders.

The SU's governance is underdeveloped and it has been operating with gaps and elements of bad practice for some time. There are historic reasons for this, which are well recognised and don't need recounting here. The same is true of the SU's democracy, which is outmoded and limited in various ways. There is, however, significant scope to enhance governance effectiveness as well as the maturity of democratic and student engagement.

During the review process, we have seen signs of improvement over the previous year as well as an ambition from the SU to build upon this by modernising and improving its governance, alongside the revision and approval of temporary election rules for the last election, which saw a huge uplift in voting and overall student participation and engagement.

Many of the issues identified stem from inconsistent application of good governance principles within the day-to-day operation of the SU, as well as some fundamental gaps in processes, documentation and structures. We were frequently informed that staff also struggled from a lack of resourcing. All of which not only hampers the effectiveness of governance and democracy but also itself is a limitation on involvement and participation.

The recommendations are intended to support the SU to address these issues. They are developmental in nature and recognise that it will take time and effort for the SU's governance to improve to where it needs to be. There are risks to the SU if it doesn't act.

An outline implementation plan has been included in this report, suggesting – based on priority, complexity and other contingent factors – a sequence and order to enacting the recommendations, which we believe will take between two and three years to deliver in full.

10. Appendices

Appendix I Methodology

Full list of documents reviewed:

We reviewed and analysed more than 40 key CMSU documents, including:

Documents

Memorandum and Articles of Association
Constitution [sic]
SU AGM minutes 2021
Communications policies
Membership Code of Conduct
Membership Disciplinary Procedure
Financial Statements 2019-2022
Annual reports 2020-2022
Categories of membership
Clubs and Societies Allocation Procedure
Board of Trustee meeting documents
Code of practice
Complaints form and procedure
Cardiff Met governance structure map
Student Voice handbook
Cardiff Met FC licence
Cardiff Met FC other legal docs
Cardiff Met audit documentation
Cardiff Met FC decision making review report
Rep resources
SU Relationship Agreement 2022-23
Relationship Committee ToR and papers
Other university board and committee documents
SU Sustainability Policy
SU Equality, Diversity and Inclusion Strategy
Zero Tolerance and Diversity Inclusion Policy
Fairtrade Policy
Sabbatical Officer Rules
Trustee Privacy Notice
SU Membership of Boards and Committees
Trustee training and induction materials
Finance and Services Committee Terms of Reference
Officers of the Students' Union.

Full list of interviewees


Name	Role
Venky Gonavaram	President, CMSU
Will Fuller	Chief Executive, CMSU
Natalia-Mia Roach	Vice President, CMSU
Ondrej Kucerak	Head of Student Engagement, CMSU
Parker Robinson	Student Voice and Democracy Coordinator, CMSU
Beverley Bamburgh	Policy and Procedure Advisor, CMSU
Becky Nuttall	Academy Manager and CoSec, Cardiff Met FC, CMSU
Alastair Milburn	Independent Trustee, CMSU Board of Trustees
Greg Lane	Head of Governance and Deputy Clerk to the Board of Governors, Cardiff University
Professor Jacqui Boddington	Pro-Vice Chancellor for Student Engagement

Focus groups and workshops:

- Whole SU team
- Sabbatical officers, school representatives and part time officers
- Course and lead representatives
- Students x2.

Additional student engagement and input:

- Dedicated email address
- Pop up session on Llandaff campus
- Small survey.



In total more than 100 students and student representatives were directly engaged and involved in our sessions and other means of contact, with many more engaged indirectly. We were hoping to achieve greater levels of student and representative engagement and did all we could through the available channels and by providing different means and options for involvement.

There were more than 450 visits to the webpage about the review, which has a dwell time of 2.49 minutes, well above the 0.53-minute average for the site. Although the quantitative input wasn't as good as hoped, the qualitative input was. The input and involvement we had was excellent, really generative and helped to shape a number of the recommendations. This student engagement will be bolstered by the review outputs going to the annual general meeting scheduled for May.

Sector benchmarks and reference points

In addition to the referential regulatory and legal frameworks mentioned in the main report, the review team drew heavily on relevant policy papers, insight pieces and research from a number of sources. The review team also developed a set of best-practice students' unions as reference points including:

- Cardiff
- Sheffield
- Aberdeen
- Warwick
- LSE.

And established a list of similar size and context students' unions as reference points, including:

- Keele
- Winchester
- Edge Hill
- Goldsmiths
- Solent.

Appendix II About the Good Governance Institute

The Good Governance Institute (GGI) is a market-leading management consultancy, knowledge institute and academy, born out of the NHS.

Since 2009 we have been supporting organisations across health and care and the broader public sector and third sectors with governance and leadership development and improvement.

GGI is a unique organisation. We are a not-for-profit institute with a funding mechanism of a consultancy that undertakes fee-earning work. The symbiosis of the two enables us to draw on a wide hinterland of both client work, our research programme and our special interest groups, our GGI Faculty and our education programmes.

We work in and across the public and third sectors, with no more than 10% of our work being with the private sector. The majority of the latter is around thought leadership. Our largest sector is health and social care, followed by higher education.

We are well known for the quality and impact of both our consultancy work and the knowledge and research outputs of our Institute, which is behind some of the seminal governance publications in the UK over the past decade. We run an annual Festival of Governance and the Good Governance Award.

Some of our clients:



You can find out more about GGI and our work at our website:
www.good-governance.org.uk



Appendix III Constitution changes

See supplementary paper.



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